

# Exhibit B

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**From:** Amir Ayalon[amir.ayalon@celsius.network]  
**Sent:** Fri 4/1/2022 10:27:16 PM (UTC)  
**To:** Amir Ayalon[amir.ayalon@celsius.network]; Tyler Randolph**Cc:** Patrick Holert[patrick.holert@celsius.network]; quinn.lawlor@celsius.network[quinn.lawlor@celsius.network]  
**Subject:** Re: Barber Lake - Development Fee Recognition

Tyler we're confirmed.

Let's have a quick chat on the substation buildup timeline and estimation in cost as we're budgeting .

Also do you have the geo to send over?

Tnx

On Fri, 1 Apr 2022 at 16:36 Tyler Randolph <[trandolph@prioritypower.com](mailto:trandolph@prioritypower.com)> wrote:

Celsius Team,

Please let this email serve as notice that the Exclusivity Period for Barber Lake has expired and as of yesterday March 31, 2022 the Development Fee paid by Celsius has been earned and is non-refundable.

Kindly confirm receipt of this email and acknowledge that the fees have been earned and are non-refundable at this point.

**C. Development Fee:**

Within two (2) days after the execution of this Letter of Intent, Celsius shall pay to PPM, in full, in cash or immediately available funds, the total amount of \$7,000,000 (the "Development Fee") which is subject to the Development Fee Deliverables. **Once the Development Fee Deliverables are fully satisfied and the Exclusivity Period has expired** (such date being the "Refund Expiration Date"), Celsius understands, acknowledges, and agrees that the payment referenced herein is not refundable regardless of the payment schedule. Celsius will use its reasonable efforts to evaluate the Site during the Exclusivity Period. After consultation with PPM, Celsius may elect not to proceed with the Site, in which event, if such election is made prior to the Refund Expiration Date, PPM will refund the Development Fee, minus any reasonable and documented expenses incurred by PPM, to Celsius within seven (7) days.

**Have a great weekend!**

Thank you,

*Your Trusted Energy Advisor*

**Tyler W. Randolph**

**Sr. Director, Business Development | Power Consultant**

***Priority*Power**

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